



Number: 013-17/2022/3

Date: 15 July 2022

On the basis of the Slovenian Sovereign Holding Act (Official Gazette of the Republic of Slovenia, nos. 25/14; hereinafter referred to as: SSHA-1) and the decision of the Minister of Finance on the appointment and tasks of the expert commission to prepare a proposal of the members of the Supervisory Board of the Slovenian Sovereign Holding (Nos. 013-1/2021/1 of 24 May 2021), an expert commission publishes

## **AN OPEN PUBLIC CALL FOR OBTAINING CANDIDATES FOR THE MEMBER OF THE SUPERVISORY BOARD OF THE SLOVENIAN SOVEREIGN HOLDING**

The expert commission invites all interested candidates to submit their application for the position of member of the Supervisory Board of the Slovenian Sovereign Holding in accordance with the requirements of this call.

Your applications are accepted by e-mail sent to [nssdh.mf@gov.si](mailto:nssdh.mf@gov.si), wherein all the statements and forms must be a self-signed and attached to the application in pdf format.

The expert commission may invite candidates to supplement their application. Candidate can supplement the application within 3 days after the call. Otherwise, his application is excluded.

Candidates who are shortlisted will be informed by e-mail and invited to participate in the further process. In these proceedings there is no possibility of legal action.

Candidates under material and criminal responsibility shall be liable for the accuracy of the statements in their application.

The expert commission will protect all the information contained in the applications and act in accordance with the Personal Data Protection Act (Official Gazette of the Republic of Slovenia, nos. 94/07 – official consolidated text) and the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation).

The expert commission will be accepting applications **up to and including Tuesday, 16 August 2022 to 12:00 hours.**

## **APPOINTMENT PROCEDURE OF THE SUPERVISORY BOARD OF THE SSH**

In accordance with the Article 40 of the SSHA-1, members of the supervisory board of the SSH shall be appointed by the National Assembly on the proposal of the Government. The National Assembly consents to all candidates proposed by the Government and is not permitted to change them.

Before the Government proposes the candidates for the supervisory board of the SSH to the National Assembly, the minister for finance, who prepares the proposal for the Government, will have already constituted an expert commission which is composed of experts with experience in corporate governance, human resource management and the functioning of supervisory boards. The expert commission has prepared the criteria for evaluating the expert knowledge, experience and skills required for the high-quality performance of functions of members of the supervisory board of the SSH, and also prepared target expert profile for members.

The expert commission with this open public call implements the procedure for acquiring candidates for members of the supervisory board of the SSH and assessment of candidates and draft a proposal for members of the supervisory board of the SSH for the minister for finance.

The third paragraph of Article 39 of the SSHA-1 requires that the supervisory board of the SSH be composed of members whose expertise and competence are complementary. Into it should be appointed experts in:

- finance,
- corporate management,
- liability and asset management and
- corporate law.

On the basis of a proposal of the expert commission, the Ministry of Finance and the Minister of Finance shall forward the list of candidates for the approval of the Government.

If the Ministry of finance proposes to the Government members of the supervisory board of the SSH who have not been proposed by the expert commission, the ministry shall disclose this information publicly. The selection procedure for these candidates, the names of those who invited them to participate and how compliance with Article 39 of the SSHA-1 was ensured shall also be made public.

If the Government proposes to the National Assembly members of the supervisory board of the SSH who have not been proposed by the Ministry of finance, it shall disclose this information publicly. The selection procedure for these candidates, the names of those who invited them to participate and how compliance with Article 39 of the SSHA-1 was ensured shall also be made public.

## **CONDITIONS FOR MEMBERS OF THE SUPERVISORY BOARD OF THE SSH**

In accordance with the SSHA-1, a member of the Supervisory Board shall meet the conditions laid down in Article 39 of the SSHA-1 and Companies Act (Official Gazette of the Republic of Slovenia, nos. 65/09 – official consolidated text, 33/11, 91/11, 32/12, 44/13 – Constitutional Court

Decision, 82/13, 55/15, 15/17, 22/19 – ZposS and 158/20 – ZIntPK-C, 175/20 – ZIUOPDVE, 18/21 in 74/21 – ZIPRS2122-A; hereinafter referred to as: CA-1).

In Article 255, CA-1 determines that a member can control any business capable of a natural person other than the person who:

- who is a member of another management or the supervisory body of such company;
- who has not been convicted *res iudicata* of a criminal offence against the economy, against labour relations and social security, against legal transactions, against property, against environment, space and natural resources. Such a person cannot be appointed to the Supervisory Board within five years of the finality of judgement and two years after having served their sentence;
- against whom a security measure has been passed prohibiting the pursuit of a profession, for the duration of the prohibition; or
- who, acting as a member of the management board of a company against which bankruptcy proceedings were instituted, has been pronounced liable to repay damage to the creditors in accordance with the law regulating the financial operations

In Article 273, CA-1 determines that a member of the Supervisory Board may not be:

- a procurator or authorised person of the same company;
- a member of the management board of another company with share capital in which a member of the management board of this company is on the supervisory board;
- a person who is a member of a supervisory or management board in three other companies, or
- a person not fulfilling the conditions laid down in the articles of association.

SSHA-a in the first paragraph of Article 39 provides that a member of the Supervisory Board of the SSH meet the following conditions:

- is characterised by personal integrity and business ethics;
- has experience confirmed by business success and reputation;
- has obtained an education according to study programmes for the second-cycle Bologna degree, or for the level of education acquired in study programmes which legally comply with the second Bologna degree;
- has at least ten years of suitable work experience in management or corporate governance and displays good comparable results in their work;
- has not been sentenced for a criminal act prosecuted *ex officio* or under indictment for a criminal act prosecuted *ex officio*;
- does not perform a function which, according to the act governing the integrity and prevention of corruption as per this or another act, is incompatible with membership of a supervisory body or management body and has not performed such function in the previous six months;
- is not a member of a management or supervisory body in a company in which the SSH has a majority share or prevailing influence;
- is not an individual who in the last six months has performed a function to which they were elected or appointed in a political party.

In accordance with the second paragraph of Article 40 of the SSHA-1, members of the Supervisory Board of the SSH shall not be in a business relationship with a company with a financial asset of the state, or with a company associated therewith. A business relationship is any legal transaction, except a transaction in which a member of the supervisory board of the SSH is a consumer of regular products and services of the company in which the SSH has or manages a financial asset under the general conditions applied to other subjects in the market.

In accordance with the third paragraph of Article 39 of the SSHA-1, the Supervisory Board of the SSH shall be composed of members whose expertise and competence are complementary. Experts in finance, corporate management, liability and asset management and corporate law shall be appointed to it.

## SSH SUPERVISORY BOARD MEMBER PROFILE

### PROFESSIONAL EDUCATION

#### Required level of education - advantage

- MBA, LL.M, Master's degree, PhD or other appropriate specialization from one of the following areas:
  - Finance
  - Corporate Management
  - Corporate Law
  - General Management
- Complementary combination of undergraduate and postgraduate studies (e.g. law/economics or technical field/general management)

### PROFESSIONAL KNOWLEDGE

#### Additional certificates that constitute an advantage

- Qualification for a member of the Supervisory Board or Board of Directors (active certificate or comparable document abroad ("certified director"))
- Certified auditor or Certified internal auditor or other comparable document abroad
- State Legal Exam or other comparable document abroad

### REQUIRED KNOWLEDGE OF LANGUAGES

- Fluency in English
- Fluency in other foreign languages

### WORKING EXPERIENCE

#### Working experience of advantage

- Planning, designing and implementation of investment strategies and policies in the private sector
- Theoretical and practical aspects of corporate finance, capital markets and banking
- Management of assets
- Operational and financial restructuring of companies
- Corporate law, with focus on operating of associated companies
- Management or Corporate Governance position in large corporations, achieving good comparative results
- Membership in Supervisory Boards of listed companies, financial institutions or large enterprises
- International working experience in management and/or supervising of international corporations or experience in management and/or supervising of an international corporation's operation in Slovenia
- Management or Corporate Governance position in banks, international corporations, brokerage houses, or private equity funds, achieving good comparative results
- Due diligence and M&A
- Managing financial investments
- Corporate law - e.g. judicial work, arbitrage, advocacy, insolvency administration, corporate law project consulting, corporate restructuring project consulting, experience in state administration

- Corporate governance - expertise development or academic development of corporate governance, corporate governance consulting, audit projects of corporate governance, management incentive systems
- Supervisory Board chairmanship or deputy chairmanship
- Membership in audit committees or risk committees of supervisory boards.

### **ADDITIONAL COMPETENCES**

#### Additional competences that constitute an advantage:

- Commitment to the personal integrity
- Orientation to team work
- Communication and conflict-resolution skills
- Strategic thinking

### **REQUIRED DOCUMENTATION FOR APPLICATION**

#### Application must contain:

- FORM 1 – Application for a candidate member of the Supervisory Board of the SSH
- FORM 2 – Statement of the conditions as a member of the Supervisory Board of the SSH
- FORM 3 – Statement of consent to the processing of personal data
- FORM 4 – Statement of the circumstances of conflicts of interest
- FORM 5 – Statement of disclosure
- FORM 6 – Statement on reporting on financial position
- FORM 7 – Statement relating to restrictions on transactions with related parties
- FORM 8 – Independence statement
- A complete Europass Curriculum Vitae (available at <http://europass.cedefop.europa.eu/documents/curriculum-vitae>)
- The candidate's own written justification for their nomination, in which the candidate further justifies the individual entries in the statements and motivational reasons for their nomination

#### Candidates selected for the shortlist should submit upon the Commission's request:

- Evidence for the statements contained in FORM 2, points 5, 10 and 12. Evidence will be considered an extract from the official records, not older than two months, or a sworn statement that is given before a judicial or administrative authority, notary or a competent professional or trade body in the country of residence.
- Any other relevant evidence to verifying the particulars of the candidate in the application at the discretion of the Commission.

**APPLICATION FOR A CANDIDATE MEMBER OF THE SUPERVISORY BOARD  
OF THE SSH**

I, the undersigned \_\_\_\_\_  
(Name and surname of the candidate)

on the basis of open public call for members of the Supervisory Board of the Slovenian Sovereign Holding present my application as an expert (circle appropriate)\* in:

 **FINANCE**

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 **CORPORATE MANAGEMENT**

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 **LIABILITY AND ASSET MANAGEMENT**

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 **CORPORATE LAW**

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*\*The candidate may, in accordance with its own competences apply to one or more areas and must provide a brief justification of expertise, which can be additionally explained in his/her own written justification for the nomination and attach relevant evidence.*

\_\_\_\_\_  
Place and date

\_\_\_\_\_  
Signature

**STATEMENT OF THE CONDITIONS AS A MEMBER OF THE SUPERVISORY BOARD  
OF THE SSH**

I, the undersigned \_\_\_\_\_  
(Name and surname of the candidate)

**under material and criminal responsibility, declare that:**

1. I am characterised by personal integrity and business ethics (Article 39 of the SSHA-1);  
⇒ *I enclose an argument in my own written justification for the nomination*
  
2. I have experience confirmed by business success and reputation (Article 39 of the SSHA-1);  
⇒ *I enclose my CV and an argument in my own written justification for the nomination*
  
3. I have obtained education according to study programmes for the second-cycle Bologna degree, or for the level of education acquired in study programmes which legally comply with the second-cycle Bologna degree (Article 39 of the SSHA-1);  
⇒ *I enclose my CV and a photocopy of the certificates of completed education*
  
4. I have at least ten years of suitable work experience in management or corporate governance and display good comparable results in my work (Article 39 of the SSHA-1);  
⇒ *I enclose my CV and an argument in my own written justification for the nomination*
  
5. I have not been sentenced for a criminal act prosecuted *ex officio* or under indictment for a criminal act prosecuted *ex officio* (Article 39 of the SSHA-1);
  
6. I do not perform a function which, according to the act governing the integrity and prevention of corruption as per this or another act, is incompatible with membership of a supervisory body or management body and have not performed such function in the previous six months (Article 39 of the SSHA-1);
  
7. I am not a member of a management or supervisory body in a company in which the SSH has a majority share or prevailing influence (Article 39 of the SSHA-1);
  
8. I am not an individual who has in the past six months performed a function to which I was elected or appointed in a political party (Article 39 of the SSHA-1).

\_\_\_\_\_  
Signature

9. I am not in a business relationship with a company with state asset or a company related to it (second paragraph of Article 39 of the SSHA-1)
  
10. I am not a member of another management or the supervisory body of such company (Article 255 of the CA-1);
  
11. I have not been convicted res iudicata of a criminal offence against the economy, against labour relations and social security, against legal transactions, against property, against environment, space and natural resources. Such a person cannot be appointed to the Supervisory Board within five years as of the finality of judgement and two years after having served the sentence (Article 255 of the CA-1);
  
12. I am not a person against whom a preventive measure has been passed prohibiting the pursuit of a profession, for the duration of the prohibition (Article 255 of the CA-1);
  
13. I am not a person who, acting as a member of the management board of a company against which bankruptcy proceedings were instituted, has been pronounced liable to repay damage to the creditors in accordance with the law regulating the financial operations (Article 255 of the CA-1);
  
14. I am not a procurator or authorised person of the same company (Article 273 of the CA-1);
  
15. I am not a member of the management board of another company with share capital in which a member of the management board of this company is on the supervisory board (Article 273 of the CA-1);
  
16. I am not a person who is a member of a supervisory or management board in three other companies (Article 273 of the CA-1);
  
17. I am at the time of submission of the application a member of the following Supervisory Boards (Article 273 of the CA-1):
  - \_\_\_\_\_, mandate expires \_\_\_\_\_
  - \_\_\_\_\_, mandate expires \_\_\_\_\_
  - \_\_\_\_\_, mandate expires \_\_\_\_\_
  
18. When fulfilling tasks in accordance with the SSHA-1, I will act independently as a member of the Supervisory Board of SSH (Article 7 of the SSHA-1);
 

⇒ I enclose a completed and signed Independence statement from the Corporate Governance Code for State-owned Companies (FORM 8).

\_\_\_\_\_

Place and date

\_\_\_\_\_

Signature



**STATEMENT OF THE CONSENT TO THE PROCESSING OF PERSONAL DATA**

I, the undersigned \_\_\_\_\_  
(Name and surname of the candidate)

in accordance with Article 8 of the Personal Data Protection Act (Official Gazette of the Republic of Slovenia, nos. 94/07 – official consolidated text and 177/20) and the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation). hereby provide written personal consent to the processing of personal data relating to the procedure for the appointment of a member of the Supervisory Board of the Slovenian Sovereign Holding.

\_\_\_\_\_  
Place and date

\_\_\_\_\_  
Signature

**STATEMENT OF THE CIRCUMSTANCES OF CONFLICTS OF INTEREST**

I, the undersigned \_\_\_\_\_  
(Name and surname of the candidate)

declare that, prior to deciding on appointment of a member of the Supervisory Board of the Slovenian Sovereign Holding in accordance with the second paragraph of Article 59 of the Slovenian Sovereign Holding Act (Official Gazette of the Republic of Slovenia, nos. 25/14), I shall submit a statement which shall disclose whether I am in circumstances that may lead to a conflict of interest and that I shall consistently avoid conflicts of interest as defined by the Integrity and Prevention of Corruption Act (Official Gazette of the Republic of Slovenia, nos. 69/11 – official consolidated text and 158/20).

*\* Conflict of interest means circumstances in which the private interest of an official person influences or appears to influence the impartial and objective performance of their public duties. The private interest of an official person means a pecuniary or non-pecuniary benefit which is either to their advantage or to the advantage of their family members or other natural or legal persons with whom they maintain or have maintained personal, business or political relations. An official person is, inter alia, a manager in a private company in which a controlling interest or a dominant influence is held by the State, so also a member of the Supervisory Board of the SSH.*

\_\_\_\_\_  
Place and date

\_\_\_\_\_  
Signature

**STATEMENT OF DISCLOSURE**

I, the undersigned \_\_\_\_\_  
(Name and surname of the candidate)

declare that

I shall, in the case of appointment as a member of the Supervisory Board of the Slovenian Sovereign Holding in accordance with the third paragraph of Article 59 of the Slovenian Sovereign Holding Act (Official Gazette of the Republic of Slovenia, nos. 25/14) within one month after the appointment of a member of the Supervisory Board of the Slovenian Sovereign Holding reveal:

- data on equity stakes, stocks and management rights that I or my family members\* own,
- data on the functions and/or work I performed in the preceding five years (or continue to perform) in entities governed by public or private law,
- data on debts, liabilities or guarantees assumed and loans granted in which I, or the parties referred to in the first indent, have more than a 25 percent ownership share, with the provision of the amounts and names of the parties with whom they are in the aforementioned debtor/creditor relationship,
- data on whether I or my family members or other parties in which they have more than a 25 percent ownership share have outstanding tax liabilities,
- other circumstances that could influence or actually influence the impartial and objective performance of their tasks or their personal integrity.

*\* Family members are in accordance with the SSHA-1: direct consanguine relatives of any degree and relatives of the fourth degree, spouses or in-laws up to the second degree, regardless of whether the marriage has been terminated or not, as well as foster parents, adopters and adoptees. In this Act, a common-law marriage and a registered same-sex partnership are treated mutatis mutandis as a marriage.*

\_\_\_\_\_  
Place and date

\_\_\_\_\_  
Signature

**STATEMENT ON REPORTING ON FINANCIAL POSITION**

I, the undersigned \_\_\_\_\_  
(Name and surname of the candidate)

declare that

in the event that I become a member of the Supervisory Board of the Slovenian Sovereign Holding in accordance with Article 62 of the Slovenian Sovereign Holding Act (Official Gazette of the Republic of Slovenia, nos. 25/14) and Article 41 of the Integrity and Prevention of Corruption Act (Official Gazette of the Republic of Slovenia, nos. 69/11 – official consolidated text) I shall as a manager or officer immediately, and by no later than within one month after taking or ceasing to hold office or post, communicate the information on my assets to the Commission for the Prevention of Corruption, and to do well year after leaving office or work .

\_\_\_\_\_  
Place and date

\_\_\_\_\_  
Signature

**STATEMENT RELATING TO RESTRICTIONS ON TRANSACTIONS WITH  
RELATED PARTIES**

I, the undersigned \_\_\_\_\_  
(Name and surname of the candidate)

declare that I am aware that the Slovenian Sovereign Holding Act (Official Gazette of the Republic of Slovenia, nos. 25/14) in Article 60 restricts transactions with related persons, especially that:

- The SSH shall not conduct business with a company, sole proprietor or any other business entity in the public or private sector in which a member of the management board of the SSH or a close family member is a holder of the undertaking or a sole owner, or co-owner with close family members, of more than five percent of the share capital;
- The purchase and sale of goods and services, order and implementation of construction, awarding of grants, assumption of sponsorship and entering into similar business relationships, with the exception of transactions in which an individual is a consumer of regular products or services under the general conditions applied to all subjects in the market is considered as conducting business as per the first bullet;
- The limitations on the SSH's transactions with related parties shall continue to apply one year after the termination of the function of a member of the Supervisory Board of the SSH.

\_\_\_\_\_  
Place and date

\_\_\_\_\_  
Signature

## INDEPENDENCE STATEMENT

I, the undersigned \_\_\_\_\_  
(Name and surname of the candidate)

in accordance with the Recommendation 6.7.1 of the Corporate Governance Code for State-owned Companies, as amended in November 2019 (hereinafter referred to as: "the Code") and taking into account the definition of dependence or independence referred to in the Code, shall hereby declare my (in)dependence, specifically in regard to the existence of circumstances referred to in Appendix 3 of the Code and in regard to the existence of any other circumstances in connection with my potential function of a member of the Supervisory Board of the SSH.

I hereby make the following statements about individual circumstances which represent a potential conflict of interest in connection with my carrying out of the duties of the Supervisory Board Member of the SSH as stated below (please state whether the statement is true or false):

- a) I do not hold the position of an executive director or a member of the Management Board/the Management of the company and I have not held such position for the last five years.

TRUE

FALSE

- b) I am not employed in the Company or in its affiliate and I have not held such a position for the last two years.<sup>1</sup>

TRUE

FALSE

- c) I do not receive any significant additional income from a company or an affiliate, except for the payment for carrying out the duties of a President/ Member of the Supervisory Board or a Member/President of the Supervisory Board's Committee. Such additional income also includes any option or participation in any other payment schemes connected with performance; such income does not include impermissible amounts for compensation within the scope of pension schemes (including deferred compensation) for previous services in the company (under condition that such compensation is in no way dependent on the continuation of services).

TRUE

FALSE

- d) I am not a majority shareholder or a representative of majority shareholders (the control is determined by reference to cases referred to in Article 1(1) of Council Directive 83/349/EEC (1)).

TRUE

FALSE

<sup>1</sup> If your answer is "FALSE", but there is an exception in your case: "except in case when a Supervisory Board Member is not a top executive and has been elected to the position in the Board of Directors or in the Supervisory Board within the scope of the employee representation system acknowledged by the law, and simultaneously providing for a relevant protection against illegal dismissal and other forms of unfair treatment" you should mark the answer "TRUE" and provide an explanation.

e) During the last year, I have not had any important business contacts with a company or its affiliate, neither directly nor as a shareholder, director, or a manager of an entity with such relationship. Business contacts include the position of a supplier of goods or services (including financial, legal, consulting, or advisory services), the position of an important client and the position of an organization receiving financial contribution from the company or its Group.

TRUE

FALSE

f) I am not and for the last three years have not been a partner or an employee of the current or former external auditor of a company or of a company affiliated to the external auditor.

TRUE

FALSE

g) I am not an executive director or a member of the Management Board/the Management of another company in which a Supervisory Board member is an executive director or a member of the Management Board/the Management of the company. Likewise, I am not otherwise related to executive directors or members of Management Board/the Management, through cooperation in other companies or bodies.

TRUE

FALSE

h) I have not held the position in the Supervisory Board for more than three terms of office (or for more than 12 years when the Articles of Association of a company stipulates that the term of office should last less than four years).

TRUE

FALSE

i) I am not a close family member of members of the Management Board/the Management or persons who hold the positions stated in items from a) to h).

TRUE

FALSE

j) I am not a member of the extended Management of an affiliate.

TRUE

FALSE

k) I have not taken part in the drawing up of the content for the proposal of the company's Annual Report.

TRUE

FALSE

l) I am not involved in any business or have a competitive relationship with the Company through the Company/another legal entity/sole trader/my regular employment.<sup>2</sup>

TRUE

FALSE

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<sup>2</sup> If you have answered: "FALSE", state the following information on the legal transaction: the type of an agreement, the signing date, the duration of the agreement, the parties to the agreement (natural persons), the contractual value, the payments executed pursuant to this agreement, the bank account data and the bank account data of the contracting party, the representatives of the contracting parties, the date of endorsing the legal transaction at the Supervisory Board's session of the company.

m) I am not a member of the bodies of supervision in a competitor.<sup>3</sup>

TRUE

FALSE

n) I do not have any business relationship with the company or its affiliate (directly or indirectly through related persons - these are considered to be close family members, an employer, other persons related with the Supervisory Board Member through the capital or by way of the governance or otherwise.<sup>4</sup>

TRUE

FALSE

o) I am not economically, personally or in any other way related with the company or the Management.

TRUE

FALSE

p) There are no other circumstances which would put me in a position of dependence.

TRUE

FALSE

Please additionally explain circumstances when your answer to items b), l), m), n) or p) has been a "FALSE":

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Considering the demonstrated potential for conflict of interest, I hereby declare myself to be:

A) an independent member of Supervisory Board Member (please, tick as appropriate):

A1) all statements stated under items a) to p) are true.

A2) in spite of the fact that some statements stated under items a) to p) are not true.<sup>5</sup>

When A2) has been ticked, please tick the reason why, in spite of the existence of circumstances which present potential for conflict of interest stated under items a) to p), you should not be considered as a dependent member (encircle one or several reasons):

- potential conflict of interest is not of a lasting but only of transitional (temporary) character;

<sup>3</sup> In case your answer is "FALSE": (1) specify the competitive company, its core business and, when needed, add a short explanatory note on the grounds for competition, and (2) state whether the other company is in any business or competitive relationship with the controlling company.

<sup>4</sup> If you have answered: "FALSE", state the following information on the legal transaction: the type of an agreement, the signing date, the duration of the agreement, the parties to the agreement (natural persons), the contractual value, the payments executed pursuant to this agreement, the bank account data and the bank account data of the contracting party, the representatives of the contracting parties, the date of endorsing the legal transaction at the Supervisory Board's session of the company.

<sup>5</sup> The Recommendation 6.7.1, of the Code recommends that, in the Statement of Independence referred to in Appendix 4 to this Code, a member of the Supervisory Board may demonstrate, that in spite of the existence of circumstances referred to in Appendix 3 to this Code, he/she is independent, by way of demonstrating that potential conflict of interest is not of a long-term nature and that it is irrelevant.



- potential conflict of interest is irrelevant in regard to the type and the number of actions and decisions to which potential conflict of interest relates (or may relate);
- potential conflict of interest is irrelevant in regard to the probability of actual realization of conflict of interest;
- potential conflict of interest is irrelevant in regard to the impact of conflict of interest to the capability of making an objective judgement by a Supervisory Board member,
- potential conflict of interest is irrelevant in regard to my subjective characteristics (in particular, the character and my conduct in the past);
- potential conflict of interest is irrelevant since my independence is founded on relevant legal basis (for example, the law, the Articles of Association - the relevant legal document is stated hereinafter).

When one or more reasons have been ticked, by stating all significant circumstances and legal bases, please provide an explanation that potential conflict of interest is not of a long-term nature and that it is irrelevant:

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B) a dependent member of Supervisory Board/Supervisory Board's Committee.

If in spite of the fact that you answer to statements under items from a) to p) was affirmative, you declare yourself a dependent member of the Supervisory board/the Supervisory Board's Committee since your dependency is based on the relevant legal basis (for example the law, the Articles of Association), please state such relevant legal basis (state the law):

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ADDITIONAL: In spite of the fact that you have declared yourself a dependent or an independent member of the Supervisory Board/the Supervisory Board's Committee, please state all other circumstances due to which you may be put in a position of a potential conflict of interest, and please explain the level of its relevance:

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Place and date

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Signature